

Constitution and by-laws New Brunswick Professional Outfitter Guide Association Inc.

- ▶ **ARTICLE ONE: NAME** The name of the organization shall be the New Brunswick Professional Outfitter Guide Association. Inc., hereinafter referred to as the Association.
- ▶ **ARTICLE TWO: INTERPRETATION** Definitions in this Constitution and By-Laws, and all future resolutions and by-laws, unless the context is otherwise required, are as follows: “Act” means the Companies Act of the Province of New Brunswick and any Act that may be substituted therefore, as from time to time amended; “Association” means the New Brunswick Professional Outfitter Guide Association, Inc. as incorporated under the Act by Letters Patent; “Board” means the Board of Directors of the Association as constituted hereunder; “Letters Patent” means the Letters Patent incorporating the Association dated May 15 A.D., 2007, as from time to time amended and supplemented by Supplementary Letters Patent; “Meeting of Members” includes an Annual Meeting of members and a Special General Meeting of members; Words importing the singular number include the plural and vice-versa; Words importing the masculine gender include the feminine gender and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- ▶ **ARTICLE THREE: OBJECTIVES** The objectives of the Association are:
 - (a) to provide a framework to promote the development of independent outfitting and guiding services and to ensure the long term sustainability of the outfitting and guiding industry in New Brunswick;
 - (b) to represent the interests of members of the Association on policy and regulatory issues which may impact the industry or its members;
 - (c) to promote the development, adoption and maintenance of industry standards with respect to the delivery of outfitting and guiding services;
 - (d) to establish, promote and maintain sound management and administrative practices and technical expertise respecting outfitting, guiding and hunting in New Brunswick;
 - (e) to encourage, foster and develop a recognition of the importance of the outfitting and guiding industry and hunting in New Brunswick;
 - (f) to promote the conservation, sustainable development and enhancement of the wildlife resource through participation in programs and educational initiatives beneficial to the industry;
 - (g) to promote awareness of outfitting and guiding services;
 - (h) to promote and encourage the organization and affiliation of outfitters and guides in New Brunswick.
- ▶ **ARTICLE FOUR: BUSINESS OF THE ASSOCIATION**
 - 4.01 **HEAD OFFICE** — Until otherwise changed in accordance with the Act, the Head Office of the Association shall be at the residence of the presiding President of the Association;
 - 4.02 **ASSOCIATION SEAL** — The corporate seal of the Association shall be in the form impressed hereon or in such other form as the Association may from time to time determine.
 - 4.03 **FISCAL YEAR** — Until otherwise ordered by the Board of Directors, fiscal end of year shall be March 31st in each and every year.
 - 4.04 **EXECUTION OF INSTRUMENTS** — Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Association by any two (2) of the following officers, namely: President, Vice-President, Secretary and/or Treasurer. Any person authorized to sign an instrument on behalf of the Association may affix the Association Seal thereto.
 - 4.05 **BANKING ARRANGEMENTS** — The banking business of the Association shall be transacted with such banks, trust companies or credit unions as may, from time to time, be designated by or under the Authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instruments and delegations of power as the Board may from time to time prescribe or authorize. Transactions shall require 2 signing officers.

► ARTICLE FIVE: DIRECTORS

5.01 POWERS — The General Business of the Association shall be controlled and managed by the Board of Directors.

5.02 NUMBER AND QUORUM

The board shall be comprised

President

1st vice president

2nd vice president

Treasurer

Secretary

As well as a minimum of 4 Outfitter members and 2 guide members from the eastern part of the province as outlined by NRED and an equal number from the western side of the province as described by NRED; in the event there are not enough guide members to fill the guide directors positions guide, the number of outfitter directors may be increased to a total of 6, such directors to be named and appointed from among the members of each geographical sector. In the event that a director position are not filled: Board of Directors can fill on a temporary basis until the next AGM. Total number of Directors from the East shall be a maximum of 6 and total number of Directors from the west shall be a maximum of 6. Directors must be NB residents..

Provided always that the number of Directors shall not at any time be less than fifty percent (50%) of the elected Directors to constitute a quorum for the transaction of business.

5.03 QUALIFICATIONS

No person shall be qualified as a director unless they are 19 or more years of age and shall, at the time of their election and throughout their term of office be a member in good standing of the Association and own/lease commercially with a lease agreement in place: be graded under the Fish/Hunt sector; registered with the NB Corporate Registry, carry a minimum of 5 million dollars in liability insurance protection which must be specified to cover activities related to Hunting/Fishing. Guide directors must hold a valid Class 1 guide license as well as 5 M liability insurance as outlined for Outfitters. This liability insurance for guides may be achieved under the Outfitter from whom they are employed or maybe purchased on their own.

5.04 ADDITIONAL DIRECTORS

(i) In addition, the paid-up members of the Association shall elect a President, First Vice-President, Second Vice-President, Secretary and Treasurer, each of whom shall automatically be constituted as Directors of the Association. The election of such Executive officers shall be made by the paid up members at the Annual Meeting and each such officer shall serve for a two (2) year term with the President and Secretary voted on the first year and Treasurer, 1st vice and second vice the next year. Each Director thus elected shall retire at the end of this term but if qualified shall be eligible for re-election.

(ii) Any member of the Association who is an employee of parts 1,2,3 of the Civil Service either Federal or Provincial, as well as all affiliated Associations or Crown Corporations in which the NB government is a shareholder or has other interests and or reports to government, shall not be eligible to hold an Executive position in the Association

(iii) No vote by proxy will be accepted on behalf of any member. All executive officers must be elected by a simple majority of the votes cast by hand using provided voting cards.

5.05 REMOVAL OF DIRECTORS

Should any elected director fail to adequately fulfill his function in the opinion of the Board of Directors, then the Board of Directors, on resolution, may make the decision that such a Director be replaced. The Board of Directors is to advise the Association of the decision.

5.06 ATTENDANCE — If a Director cannot attend an Association Board of Directors Meeting, the Association may appoint a replacement with full voting rights, however, the director must provide written authorization from the member to the Secretary of the Association.

5.07 VACANCIES — In the case of a Director, other than an Executive member, becoming unqualified, dying, resigning, or becoming incapacitated, the Board of Directors may appoint any Registered Member of the Association to fill the resulting vacancy for the balance of the term; provided, however the Board of Directors shall only appoint a Registered Member who meets with approval of the Board of Directors.

5.08 CALLING OF MEETINGS — Meetings of the Board shall be held from time to time at the call of the President or any three (3) Directors. There shall be a minimum of four (4) Board Meetings a year. Notice of every meeting shall be given to each Director at least fourteen (14) days if by telephone and thirty (30) days if by mail, before every meeting except as otherwise provided herein, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive consent to such meetings being held. An emergency meeting by teleconference or virtual technology means may be called upon with seventy-two (72) hours notice. An Agenda must accompany every Notice of Meeting.

5.09 FIRST MEETING — The Board of Directors may, without notice, hold a meeting immediately following the Annual Meeting at which Directors are elected, provided a quorum of the Directors is present.

5.10 REGULAR MEETINGS — The Board of Directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board shall be sent to each member forthwith after being passed, but no other notice shall be required for any such regular meeting.

5.11 PLACE OF MEETINGS — Meetings of the Board shall be held at the Head Office of the Association or elsewhere in the Province of New Brunswick.

5.12 CHAIRMAN — The President, or in his absence, the First Vice President, Second Vice-President, or in his absence the Secretary, shall be the Chairman of any meetings of the Board.

5.13 VOTES TO GOVERN — At all meetings of the Board of Directors, every question, except where otherwise provided, shall be decided by a simple majority of the votes cast on the question and in the case of any equality of votes, the Chairman of the meeting shall be entitled to vote.

- (i) All voting from the general membership dealing with industry issues will be cast by a show of hand and the results will be passed over to the Executive Board and Regional Directors who will make the decision with equal representation from each region with the Chairman casting a vote in the case of a tie. These issues will be decided immediately following the General Meeting.
- (ii) A person seeking a position on the EXECUTIVE LEVEL will be required to have been a paid up member for 3 consecutive years and have attended at least 2 of 3 latest AGM'S. This is to ensure the applicant fully understands the Constitution, Code of Ethics, and the direction the Association works towards. Only candidates who have been approved by the Board of Directors prior to the AGM and who have been notified, shall be eligible. All members are entitled to vote on the election of officers for the incoming year. You must be present to be nominated for a position on the Board of Directors or Executive Board. A Guide 1 is eligible for nomination for the position of 2nd Vice President if that person meets the requirements of the Board of Directors.
- (iii) All Regional Directors will be elected by the membership present from the region they are from. A member may only vote or nominate a Director from the region they are from and if the Director fulfills the requirements of the Board of Directors, then will be deemed elected for a one-year term but may be re-nominated on a yearly basis.
- (iv) From the slate of Directors, Committee chairs will be appointed on a yearly basis and will answer directly to the Board of Directors . Chairs of committees dealing with Fishing and Hunting and Tourism will supply all tools and or information gathered to the ERD and Tourism Committees and directly act on ERD and Tourism matters. No Chair will directly contact ERD or Tourism without The Chairs of these

Committees getting authorization and direction from the Board of Directors. If not followed Chairs, could be replaced following infractions by the Board of Directors.

▶ ARTICLE SIX: OFFICERS

6.01 EXECUTIVE OFFICER — The Annual Meeting of members shall elect a President, First Vice-President, Second Vice-President, Secretary and Treasurer, who shall be qualified in the same fashion as other Directors and who shall automatically be members of the Board of Directors and which officers shall constitute the Executive Officers of the Board and each of them shall be subject to removal and replacement as hereinafter indicated. The executive shall be required to be a paid up member for the past 3 years and have attended 2 of 3 AGM'S in order to qualify. The Treasure/secretary shall ensure this.

6.02 REMUNERATION OF EXECUTIVE OFFICERS - The Executive Officers shall be reimbursed their reasonable traveling expenses incurred by them in attending meetings of the Association, as established at each Annual Meeting of members. The rate of mileage will be set at .40 cents per kilometer or \$100.00 which ever occurs first.

6.03 PRESIDENT — The President shall be the Chief Executive Officer of the Association and have the general management, and direction, subject to the authority of the Board and Members, of the Association business and affairs. It shall be his duty to preside at all meetings of the Association and of the Board, and to perform such other duties as may be delegated to him under or pursuant to these by-laws and constitution. The President shall be an ex-officio member of all Committees of the Association. The President will be allowed to authorize the spending of up to \$500.00 as need be without the contacting of the Executive consent. After that consent will be required . The President has no vote in transactions except as a tie breaker, in the event a tie is incurred.

6.04 PAST PRESIDENT — The immediate Past President shall serve as Chair of the Nominating Committee. If the immediate past chair is not available, another available past President shall be appointed by the Board of Directors to be Chair of the Nominating Committee. Such Committee shall be comprised of two (2) additional Members of the Board of Directors with one (1) from the East and one (1) from the West sectors, as outlined by the Department of Natural Resources. The nominating Committee shall receive all candidates, verify each candidates eligibility to run for the the extended position, submit the list of eligible candidates to the Board of Directors for approval at least thirty (30) calendar days prior to the AGM, inform non-eligible candidates of their inability to run and provide the reasons; and present their Nomination Report to the Chair of the AGM.

6.05 FIRST VICE-PRESIDENT — During the absence or disability of the President, his duties may be performed and his powers may be exercised by the First Vice President. The First Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board of Directors may present.

6.06 SECOND VICE-PRESIDENT — During the absence or disability of the President and the First Vice-President, their duties may be performed and their powers may be exercised by the Second Vice-President. The Second Vice-President shall also perform such duties delegated to him by the President or the Board of Directors.

6.07 SECRETARY — The Secretary shall attend all meetings of the Association and Board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings thereat and shall receive and be responsible for filing of the minutes of Committee meetings and the reports of Officers and Committees and other reports of the Association. He shall give or cause to be given all notices required to be given to Directors and Members. He shall receive memberships and present them to the Association for approval or shall delegate membership to the Membership Committee. He shall keep a record of action taken and maintain a current membership list in conjunction with the Membership Committee. He shall also be responsible for the sending of minutes of the Annual Meeting of members and of Board meetings to the members and to make copies of the Constitution and By-Laws available to

members at their request and at the Annual Meeting of members. He shall also perform such other duties as may, from time to time, be prescribed by the Board of Directors. The Secretary shall be the custodian of the corporate seal of the Association together with all books, papers, records, documents and other instruments belonging to the Association, except only financial records.

6.08 TREASURER — The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association, and under the direction of the Board of Directors, shall control the deposits of money, the safe keeping of securities and the disbursement of the funds of the Association then shall render to the Board of Directors whenever required an account of all his transactions as Treasurer and of the financial position of the Association and he shall present a full financial statement to the Annual Meeting of Members, and he shall perform such other duties as the Board of Directors or the President shall prescribe. The Treasurer will be responsible of receiving memberships and forwarding approved new members and renewing members to web controller and Secretary.

6.09 VARIATION OF DUTIES — From time to time, the Board of Directors may vary, add to or limit the powers and duties of any Executive Officer or member of the Board of Directors.

► ARTICLE SEVEN: PROTECTION OF DIRECTORS AND OFFICERS

7.01 LIMITATION OF LIABILITY — No director or Executive Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Executive Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment, or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default.

7.02 INDEMNITY — Every member, Director and Executive Officer of the Association and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all time be indemnified and saved harmless out of the funds of the Association from and against:

- (a) all costs, charges and expenses whatsoever that such Director or Executive Officer sustained or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or in or about the execution of the duties of his office;
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Association; except such costs, charges or expenses as are occasioned by his own willful neglect or default.

► ARTICLE EIGHT: MEMBERS

8.01 QUALIFICATION FOR MEMBERSHIP

(a) Any person who owns graded accommodations in the Hunt/Fish category, as prescribed by the Minister of NRED; who has valid Liability Insurance in the minimum amount of 5.0 Million dollars specifically covering risks associated with Hunting/Fishing activities and whose Outfitting business is registered with the NB Corporate Registry; or the holder of a Class 1 guide license or who works in the industry as a support person which can be validated by their employer may apply for such membership to the Treasurer.

The onus shall be upon the applicant to provide any documentation in support of their application that may be required by the Treasurer; the Secretary or the Board of Directors.

(b) Any person supporting the Aims and Objectives of the Association shall be eligible for an Associate Membership, which shall be non-voting.

8.02 CONSIDERATION OF APPLICATIONS — The Secretary or Treasurer in conjunction with the Membership Committee of the Association shall consider the applications for membership which they receive and provided dues are immediately paid, may grant membership in the Association to the applicant. The Secretary or Treasurer in conjunction with the Membership Committee, may, if they deem fit, refuse the application for membership in which event, the Secretary shall forward the application to the Board of Directors together with their reasons for refusing the application, and the Board of Directors shall then make a final decision whether to admit the individual applicant. The Board of Directors may refuse membership to any person who has not acted in the best interest of the Association or who, on reasonable grounds, the Board of Directors believes will not act in the best interest of the Association.

8.03 DUES — All members shall pay dues to the Association in such sum as may be determined at the Annual Meeting of the members and all such dues shall be due and payable on the 31st of March of each year.

8.04 MEMBERSHIP LIST — The Treasurer of the Association shall maintain, in the records of the Association, a list of the names and addresses of all members revealing the date on which all such individuals became members of the Association and the date on which such individual ceases to hold membership in the Association.

8.05 MEMBERSHIP CARDS — The Secretary or Treasurer of the Association may issue membership cards to all members in good standing.

► ARTICLE NINE: MEETING OF MEMBERS

9.01 ANNUAL MEETING — The annual meeting of the members shall be held in each year at such time and on such day as the Board of Directors may from time to time determine for the purpose of receiving the reports and statements required by the Companies Act to be said before the Association at an annual meeting; electing the Officers of the Association, appointing Auditors and setting the remuneration for expenses of the Executive and for the transactions of such other business as may properly come before the meeting.

9.02 SPECIAL MEETING — Meetings of members shall be held any time upon the call of the Board, the President or any five members of the Board, or upon the petition of twenty-five per cent (25%) of the members or as provided in section 9.06.

9.03 NOTICE — Notice in writing of the time and place of each meeting of the members shall be given not less than fourteen (14) days before the date on which the meeting is to be held to all those individuals entered on the Registry of the Association as being members in good standing of the Association. Notice of a special meeting of members shall state the general nature of the business which is to be transacted.

9.04 RESOLUTIONS — Members or wishing to bring resolutions before the Annual Meeting of members, shall forward the resolution in writing to the Resolutions Committee Chairman at least sixty (60) days prior to the Annual Meeting. The Resolutions Committee Chairman shall send copies of the resolutions to the member at least thirty (30) days prior to the Annual Meeting.

9.05 PLACE OF MEETING — Meetings of members shall be held at the Head Office of the Association or at such other place in the Province of New Brunswick convenient to the members of the Board or the person or persons calling the meeting designate.

9.06 QUORUM — Fifteen per cent (15%) of the regular members in good standing shall constitute a quorum for the transaction of business at any meeting of the members. If a meeting cannot be held because of a lack or a quorum, those regular members present may direct that it be held at a later date with such notice, if any, and with any such quorum less than fifteen per cent (15%) as they may direct.

9.07 VOTING

All members must pre-register who wish to attend the AGM. This can be done by completing and submitting the AGM Pre-Registration Form contained on the NBPOGA website, or by calling the Association Treasurer to pre-register by telephone. All members attending AGM must have pre-registered a minimum of (30) days prior to the AGM. Members shall receive their Pre-Registration Confirmation by e-mail or from the Treasurer. Upon arrival at AGM, each pre-registered member shall receive;

Voting cards

Receipt of payment

All members attending the AGM must come prepared to present picture ID to the Treasurer if so requested. Voting cards shall be mandatory and shall be displayed on any vote called at the AGM. Every regular member shall be entitled to one (1) vote in each question decided at a meeting at which the member is present. To be eligible to vote, a regular member must have been a regular member in good standing for at least thirty (30) days prior to the taking of the vote. All members attending an AGM must have Pre-registered a minimum of thirty (30) days prior to the AGM. Except as otherwise provided, every question shall be determined by the simple majority and the Chairman of the meeting shall cast a vote only in the case of an equality of voters. All voting shall be done by a show of hands only and a count of the raised, "voting cards" will be carried out."

Article 9.07 (ii) Any member interested in filling an Executive position that is up for election must declare their candidacy at least (60) days prior to the AGM.

Any members intending to nominate a candidate must obtain their nominee's "Agreement of Candidacy" in writing and submit this to the Nominating Committee Article

9.07(iii) Any Executive position that is up for a vote at the AGM must be declared, "vacant and eligible for a vote" prior to a vote being taken. This shall be done by motion and seconded. The results of such motion are then recorded in the Minutes..

Article 9.07(iv) In the case of a vote for President, the same procedure as described in Article 9.07(iii) applies. Upon declaring the President's Term of Office ended and the position vacant and eligible for a vote, the First Vice-President or in their absence, 2nd Vice President or in their absence, the Secretary or Treasurer, in that order, assumes the duties in the interim and immediately becomes Chair of the AGM until its conclusion. In the event of a tie for the position for Presidency, the Board of Directors shall be sequestered to private to make a final decision as to the naming of a new PRESIDENT.

9.08 CHAIRMAN — The President, and in his absence, the First Vice-President or the Second Vice-President and in the absence of both, the Secretary or appointed person shall act as Chairman. The Chairman, if the Secretary is not present, will direct some person to act as Secretary of the meeting and he may also appoint any person to such positions as are necessary for the carrying on of the meeting.

9.09 PERSONS ENTITLED TO BE PRESENT — The only person entitled to attend a meeting of the members shall be those entitled to vote thereat, Associate members and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters patent or Constitution and By-Laws to be present at the meeting. With the consent of the members or upon the direction of the Chairman, the meeting, however, may be open to the public.

ARTICLES TEN: DISCIPLINE OF MEMBERS

10.01 PENALTIES — The Board may, acting pursuant to this Article, reprimand, suspend or expel any member from the Association.

10.02 COMPLAINTS AGAINST MEMBERS

Any member may submit a complaint in writing to the President of the Board of Directors; such body being recognized as the Association's Ethics Committee", alleging that a member has violated the Incorporation Act, Constitution and By-Laws of the Association, or acted contrary to the best interests of the Association. Any such complaint shall be in writing, must contain full details of the alleged complaint,

and must be filed within 30 days of the incident of which the complaint is being filed. The complaint must be dated and signed by the complainant.

10.03 PROCEDURE OF BOARD — The Board of Directors shall provide the member complained against with a copy of the complaint. Such member shall be entitled to be present at a meeting of the Board of Directors to answer any charges against him. He shall be entitled to 14 days' notice of the time and place of such meeting. No member of the Board of Directors who has lodged a complaint shall act as a member of the Board of Directors with respect to such hearing. The Board of Directors may reprimand, suspend or expel the member complained against from the Association. Any such reprimand, suspension, or expulsion shall require a Resolution passed by at least three-quarters of the members of the Board of Directors qualified to vote.

10.04 APPEAL — A member who has been reprimanded, suspended or expelled may seek a review of the decision of the Board of Directors on the basis that:

- (a) the Board of Directors committed an error during the hearing; or
- (b) there is new evidence.

10.05 TERMINATION OF SUSPENSION — A suspension may be imposed for a specific period of time or for an indefinite period of time. Any suspension may be removed upon the recommendation of the Board of Directors after one year by the vote of three-fourths of the Board of Directors voting at a meeting which has been called for that purpose.

10.06 DUES — A member whose dues are in arrears shall cease to be a member of the Association.

10.07 RE-ADMISSION — The Board of Directors may, where not otherwise provided for, set the procedural requirements for the application for re-admission of expelled or suspended members. Such requirements shall be made available to all members and to any persons affected thereby.

► ARTICLE ELEVEN: NOTICES

11.01 METHOD OF GIVING NOTICES

Any notice required to be given or served upon any member, Director, Officer or Employee of the Association shall be delivered in person with at least (3) members of the Board of Directors present, if given in person. A notice may also be sent by registered mail to the last known address of the person being served by registered mail with Canada Post

11.02 COMPUTATION OF TIME — In computing the date when notice must be given under any provision requiring a specified number of days, notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.03 OMISSIONS AND ERRORS — The accidental omission to give any notice to any member, director, executive officer or auditor or the non-receipt of any notice by any member, director, executive officer or auditor or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded therein.

► ARTICLE TWELVE: ASSOCIATION 12.01 NOTICE — Sixty (60) days Notice of Motion having been given, the Constitution and By-Laws may be amended by a two-thirds majority vote of the Board of Directors.

12.02 RULES OF ORDER — Matters not specifically provided for in the Association Constitution and By-Laws will be governed by Roberts "Rules of Order" as outlined in the booklet "Call To Order".

Revised July 15/2023

Reviewed by (Kings Council)